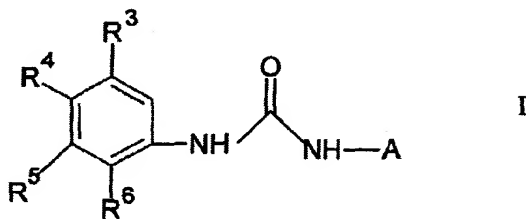


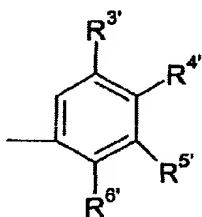
This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Previously Presented) A compound of formula I:



wherein A is



R³, R⁴, R⁵ and R⁶ are each, independently, H, halogen, NO₂,

C₁₋₁₀-alkyl, optionally substituted by halogen up to perhaloalkyl,

C₁₋₁₀-alkoxy, optionally substituted by halogen up to perhaloalkoxy,

C₁₋₁₀-alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,

C₆₋₁₂ aryl, optionally substituted by C₁₋₁₀ alkyl or C₁₋₁₀ alkoxy, or

C₅₋₁₂ hetaryl, optionally substituted by C₁₋₁₀ alkyl or C₁₋₁₀ alkoxy,

and either

one of R^3 , R^4 , R^5 and R^6 is $-M-L^1$; or

two adjacent of R^3 , R^4 , R^5 and R^6 together are an aryl or hetaryl ring with 5-12 atoms, optionally substituted by C_{1-10} -alkyl, halo-substituted C_{1-10} -alkyl up to perhaloalkyl, C_{1-10} -alkoxy, halo-substituted C_{1-10} -alkoxy up to perhaloalkoxy, C_{3-10} -cycloalkyl, C_{2-10} -alkenyl, C_{1-10} -alkanoyl, C_{6-12} -aryl, C_{5-12} -hetaryl; C_{6-12} -aralkyl, C_{6-12} -alkaryl, halogen; NR^1R^1 ; $-NO_2$; $-CF_3$; $-COOR^1$; $-NHCOR^1$; $-CN$; $-CONR^1R^1$; $-SO_2R^2$; $-SOR^2$; $-SR^2$;

in which

R^1 is H or C_{1-10} -alkyl, optionally substituted by halogen up to perhaloalkyl and R^2 is C_{1-10} -alkyl, optionally substituted by halogen, up to perhaloalkyl,

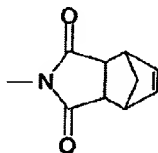
R^3 , R^4 , R^5 and R^6 are independently H, halogen,

$C_1 - C_{10}$ alkyl, optionally substituted by halogen up to perhaloalkyl,

$C_1 - C_{10}$ alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of R^3 , R^4 , R^5 and R^6 , together with the base phenyl, form a naphthyl group, optionally substituted by halogen up to perhalo, C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl, C_{2-10} alkenyl, C_{1-10} alkanoyl, C_{6-12} aryl, C_{5-12} hetaryl or C_{6-12} aralkyl;

M is $-CH_2-$, $-S-$, $-N(CH_3)-$, $-NHC(O)-$, $-CH_2-S-$, $-S-CH_2-$, $-C(O)-$, or $-O-$; and

L^1 is phenyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$, NO_2 or,



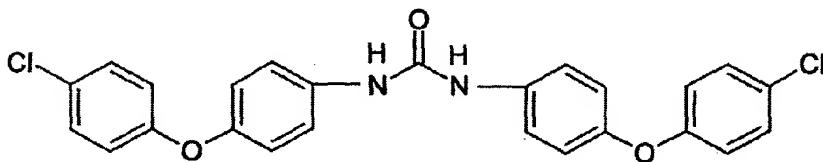
pyridyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$, or NO_2 ,

naphthyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$ or NO_2 ,

pyridone, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$ or NO_2 ,

$R^{6'}$ is H or OCH_3 .

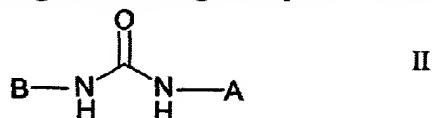
5. (Previously Presented) A compound according to claim 4, wherein $R^{3'}$ or $R^{5'}$ is t-butyl.
6. (Previously Presented) A compound according to claim 1, wherein M is $-CH_2-$, $-N(CH_3)-$ or $-NHC(O)-$.
7. (Previously Presented) A compound according to claim 6, wherein L^1 is phenyl or pyridyl.
8. (Previously Presented) A compound according to claim 1, wherein M is $-O-$.
9. (Previously Presented) A compound according to claim 8, wherein L^1 is phenyl, pyridyl, pyridone or benzothiazole.
10. (Previously Presented) A compound according to claim 1, wherein M is $-S-$.
11. (Previously Presented) A compound according to claim 10, wherein L^1 is phenyl or pyridyl.
12. (Original) A compound of the formula



13. (Original) A pharmaceutical composition comprising a compound of claim 1, and a physiologically acceptable carrier.

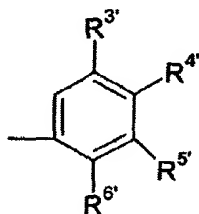
14. (Original) A pharmaceutical composition comprising a compound of claim 12, and a physiologically acceptable carrier.

15. (Previously Presented) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of formula II:



or a pharmaceutically acceptable salt thereof wherein

A is



B is a substituted or unsubstituted, up to bicyclic aryl or heteroaryl moiety of up to 12 carbon atoms with at least one 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is substituted it is substituted by one or more substituents selected from the group consisting of halogen, up to per-halo, and W_n , wherein n is 0-3 and each W is independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^7$, $-\text{C}(\text{O})\text{NR}^7\text{R}^7$, $-\text{C}(\text{O})-\text{R}^7$, $-\text{NO}_2$, $-\text{OR}^7$, $-\text{SR}^7$, $-\text{NR}^7\text{R}^7$, $-\text{NR}^7\text{C}(\text{O})\text{OR}^7$, $-\text{NR}^7\text{C}(\text{O})\text{R}^7$, $\text{C}_1\text{-C}_{10}$ alkyl, $\text{C}_2\text{-C}_{10}$ alkenyl, $\text{C}_1\text{-C}_{10}$ alkenoyl, $\text{C}_1\text{-C}_{10}$ alkoxy, $\text{C}_3\text{-C}_{10}$ cycloalkyl, $\text{C}_6\text{-C}_{14}$ aryl, optionally substituted with halogen, $\text{C}_1\text{-C}_{10}$ alkyl, or $\text{C}_1\text{-C}_{10}$ alkoxy; $\text{C}_7\text{-C}_{24}$ alkaryl, optionally substituted with halogen, $\text{C}_1\text{-C}_{10}$ alkyl, or $\text{C}_1\text{-C}_{10}$ alkoxy; $\text{C}_3\text{-C}_{13}$ heteroaryl, optionally substituted with halogen, $\text{C}_1\text{-C}_{10}$ alkyl, or $\text{C}_1\text{-C}_{10}$ alkoxy; $\text{C}_4\text{-C}_{23}$ alkheteroaryl, optionally substituted with halogen, $\text{C}_1\text{-C}_{10}$ alkyl, or $\text{C}_1\text{-C}_{10}$ alkoxy;

C₁₀ alkyl, or C₁-C₁₀ alkoxy; substituted C₁-C₁₀ alkyl, substituted C₂-C₁₀ alkenyl, substituted C₂-C₁₀ alkenoyl, substituted C₁-C₁₀ alkoxy, substituted C₃-C₁₀ cycloalkyl, substituted C₄-C₂₃ alkheteroaryl and -M-L¹;

wherein if W is a substituted group which does not contain aryl or hetaryl moieties, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO₂R⁷, -C(O)R⁷, -C(O)NR⁷R⁷, -OR⁷, -SR⁷, -NR⁷R⁷, NO₂, -NR⁷C(O)R⁷, -NR⁷C(O)OR⁷ and halogen up to per-halo;

wherein each R⁷ is independently selected from H, C₁-C₁₀ alkyl, C₂-C₁₀ alkenyl, C₃-C₁₀ cycloalkyl, C₆-C₁₄ aryl, C₃-C₁₃ hetaryl, C₇-C₂₄ alkaryl, C₄-C₂₃ alkheteroaryl, up to per-halosubstituted C₁-C₁₀ alkyl, up to per-halo substituted C₂-C₁₀ alkenyl, up to per-halosubstituted C₃-C₁₀ cycloalkyl, up to per-halosubstituted C₆-C₁₄ aryl and up to per-halosubstituted C₃-C₁₃ hetaryl,

wherein M is -O-, -S-, -N(R⁷)-, -(CH₂)_m-, -C(O)-, -CH(OH)-, -(CH₂)_mO-, -NR⁷C(O)NR⁷R⁷-, -NR⁷C(O)-, -C(O)NR⁷-, -(CH₂)_mS-, -(CH₂)_mN(R⁷)-, -O(CH₂)_m-, -CHX^a, -CX^a₂-, -S-(CH₂)_m- and -N(R⁷)(CH₂)_m-,

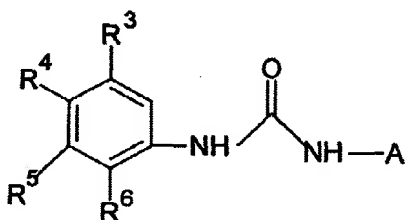
m = 1-3, and X^a is halogen; and

L¹ is a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur, which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1}, wherein n₁ is 0 to 3 and each Z is independently selected from the group consisting of -CN, -CO₂R⁷, -C(O)NR⁷R⁷, -C(O)NR⁷, -NO₂, -OR⁷, -SR⁷, -NR⁷R⁷, -NR⁷C(O)OR⁷, -C(O)R⁷, -NR⁷C(O)R⁷, C₁-C₁₀ alkyl, C₃-C₁₀ cycloalkyl, C₆-C₁₄ aryl, C₃-C₁₃ hetaryl, C₇-C₂₄ alkaryl, C₄-C₂₃ alkheteroaryl, substituted C₁-C₁₀ alkyl, substituted C₃-C₁₀ cycloalkyl, substituted C₇-C₂₄ alkaryl and substituted C₄-C₂₃ alkheteroaryl; wherein the one or more substituents of Z is selected from the group consisting of -CN, -CO₂R⁷, -C(O)NR⁷R⁷, -OR⁷, -SR⁷, -NO₂, -NR⁷R⁷, -NR⁷C(O)R⁷ and -NR⁷C(O)OR⁷,

wherein R^{3'}, R^{4'}, R^{5'} and R^{6'} are each independently H, halogen, C₁₋₁₀-alkyl, optionally substituted by halogen up to perhaloalkyl,

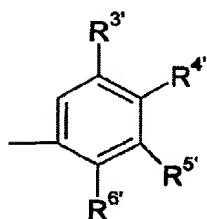
C_1-C_{10} alkoxy, optionally substituted by halogen up to perhaloalkoxy or two adjacent of $R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$ together with the base phenyl, form a naphthyl group, optionally substituted by halogen up to perhalo, C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl, C_{2-10} alkenyl, C_{1-10} alkanoyl, C_{6-12} aryl, C_{5-12} hetaryl or C_{6-12} aralkyl.

16. (Previously Presented) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of formula IIa:



IIa

wherein A is



R^3 , R^4 , R^5 and R^6 are each independently H, halogen, NO_2 ,

C_{1-10} - alkyl, optionally substituted by halogen up to perhaloalkyl,
 C_{1-10} -alkoxy, optionally substituted by halogen up to perhaloalkoxy,
 C_{1-10} - alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,
 C_{6-12} aryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy, or
 C_{5-12} hetaryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy,
 and either

one of R^3 , R^4 , R^5 and R^6 is $-M-L^1$; or

two adjacent of R^3 , R^4 , R^5 and R^6 together are an aryl or hetaryl ring with 5- 12
 atoms, optionally substituted by C_{1-10} -alkyl, halo-substituted C_{1-10} -alkyl up to perhaloalkyl, C_{1-10} -
 alkoxy, halo-substituted C_{1-10} -alkoxy up to perhaloalkoxy, C_{3-10} -cycloalkyl, C_{2-10} -alkenyl, C_{1-10} -
 alkanoyl; C_{6-12} -aryl, C_{5-12} -hetaryl, C_{6-12} -alkaryl, halogen; $-NR^1R^1$; $-NO_2$; $-CF_3$; $-COOR^1$; $-$
 $NHCOR^1$; $-CN$; $-CONR^1R^1$; $-SO_2R^2$; $-SOR^2$; $-SR^2$;

in which

R^1 is H or C_{1-10} -alkyl, optionally substituted by halogen, up to perhalo and

R^2 is C_{1-10} -alkyl, optionally substituted by halogen,

R^3 , R^4 , R^5 and R^6 are independently H, halogen,

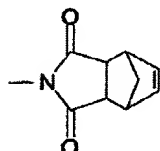
$C_1 - C_{10}$ alkyl, optionally substituted by halogen up to perhaloalkyl,

$C_1 - C_{10}$ alkoxy optionally substituted by halogen up to perhaloalkoxy or

two adjacent of R^3 , R^4 , R^5 and R^6 , together with the base phenyl, form a naphthyl
 group optionally substituted by halogen up to perhalo, C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl,
 C_{2-10} alkenyl, C_{1-10} alkanoyl, C_{6-12} aryl, C_{5-12} hetaryl or C_{6-12} aralkyl, halogen up to perhalo ;

M is $-CH_2-$, $-S-$, $-N(CH_3)-$, $-NHC(O)-$, $-CH_2-S-$, $-S-CH_2-$, $-C(O)-$, or $-O-$; and

L^1 is phenyl, pyridyl, naphthyl, pyridone, pyrazine, pyrimidine, benzodioxane, benzopyridine or benzothiazole, each optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$, NO_2 or, where Y is phenyl, by



or a pharmaceutically acceptable salt thereof.

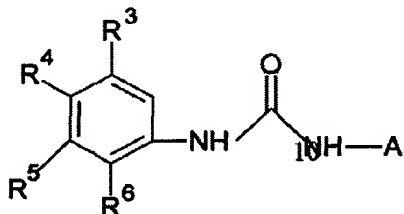
17. (Previously Presented) A method according to claim 16, wherein
 R^3 is halogen or C_{1-10} -alkyl, optionally substituted by halogen, up to perhaloalkyl;
 R^4 is H, halogen or NO_2 ;
 R^5 is H, halogen or C_{1-10} -alkyl;
 R^6 is H, C_{1-10} -alkoxy, thiophene, pyrrole or methylsubstituted pyrrole
 $R^{3'}$ is H, halogen, C_{4-10} -alkyl, or CF_3 and
 $R^{6'}$ is H, halogen, CH_3 , CF_3 or OCH_3 .

18. (Previously Presented) A method according to claim 16, wherein M is $-CH_2-$, $-S-$, $-N(CH_3)-$ or $-NHC(O)-$ and L^1 is phenyl or pyridyl.

19. (Previously Presented) A method according to claim 16, wherein M is $-O-$ and L^1 is phenyl, pyridone, pyrimidine, pyridyl or benzothiazole.

Please add the following claims:

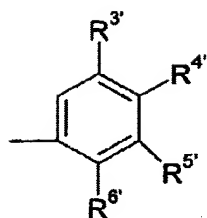
20. (New) A compound of formula I:



DOCKET NO.: BAYER 6P1

I

wherein A is



R³, R⁴, R⁵ and R⁶ are each, independently, H, halogen, NO₂,

C₁₋₁₀-alkyl, optionally substituted by halogen up to perhaloalkyl,

C₁₋₁₀-alkoxy, optionally substituted by halogen up to perhaloalkoxy,

pyridinyl, optionally substituted by C₁₋₁₀ alkyl or C₁₋₁₀ alkoxy,

and one of R³, R⁴, R⁵ and R⁶ is -M-L¹;

R^{3'}, R^{4'}, R^{5'} and R^{6'} are independently H, halogen,

C₁ - C₁₀ alkyl, optionally substituted by halogen up to perhaloalkyl,

C₁ - C₁₀ alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of

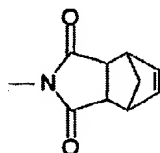
R^{3'}, R^{4'}, R^{5'} and R^{6'}, together with the base phenyl, form a naphthyl group, optionally

substituted by C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, C₃₋₁₀ cycloalkyl, C₂₋₁₀ alkenyl, C₁₋₁₀ alkanoyl, C₆₋₁₂ aryl, C₅₋₁₂ hetaryl or C₆₋₁₂ aralkyl;

R^{3'} is H, halogen, C₁ - C₁₀ alkyl, optionally substituted by halogen up to perhaloalkyl, C₁ - C₁₀ alkoxy optionally substituted by halogen up to perhaloalkoxy

M is $-\text{CH}_2-$, $-\text{S}-$, $-\text{N}(\text{CH}_3)-$, $-\text{NHC}(\text{O})-$, $-\text{CH}_2-\text{S}-$, $-\text{S}-\text{CH}_2-$, $-\text{C}(\text{O})-$, or $-\text{O}-$; and

L¹ is phenyl, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, $-\text{SCH}_3$, NO_2 or,



pyridyl, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, $-\text{SCH}_3$, or NO_2 ,

naphthyl, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, $-\text{SCH}_3$ or NO_2 ,

pyridone, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, $-\text{SCH}_3$ or NO_2 ,

pyrazine, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, $-\text{SCH}_3$ or NO_2 ,

pyrimidine, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, $-\text{SCH}_3$ or NO_2 ,

benzodioxane, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, $-\text{SCH}_3$ or NO_2 ,

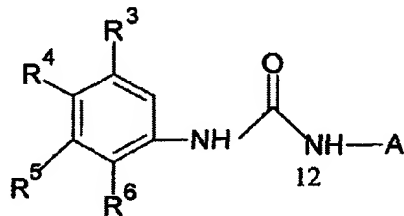
benzopyridine, optionally substituted by C₁₋₁₀-alkyl, OH, one C₁₋₁₀-alkoxy, halogen, $-\text{SCH}_3$ or NO_2 ,

or

benzothiazole, optionally substituted by, C₁₋₁₀ alkyl C₁₋₁₀ alkoxy, halogen, OH, $-\text{SCH}_3$ or NO_2

or a pharmaceutically acceptable salt thereof.

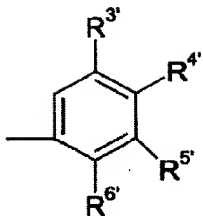
21. (New) A compound of formula I:



I

DOCKET NO.: BAYER 6P1

wherein A is



wherein

R³ is H, halogen or C₁₋₁₀-alkyl, optionally substituted by halogen, up to perhaloalkyl;

R⁴ is H, halogen or NO₂;

R⁵ is H, halogen or C₁₋₁₀-alkyl;

R⁶ is H, C₁₋₁₀-alkoxy, thiophene, pyrole or methyl substituted pyrole,

R^{3'} is H, Cl, F, C₄₋₁₀-alkyl, or CF₃ and

R^{4'} is H, Cl or F ;

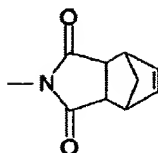
R^{5'} is H, Cl, F or C₄₋₁₀-alkyl; and

R^{6'} is H, halogen, CH₃, CF₃ or -OCH₃.

and one of R³, R⁴, R⁵ and R⁶ is -M-L¹; wherein

M is -CH₂-, -S-, -N(CH₃)-, -NHC(O)-, -CH₂-S-, -S-CH₂-, -C(O)-, or -O-; and

L^1 is phenyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$, NO_2 or,



pyridyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$, or NO_2 ,

naphthyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$ or NO_2 ,

pyridone, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$ or NO_2 ,

pyrazine, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$ or NO_2 ,

pyrimidine, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$ or NO_2 ,

benzodioxane, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$ or NO_2 ,

benzopyridine, optionally substituted by C_{1-10} -alkyl, one C_{1-10} -alkoxy, halogen, $-SCH_3$ or NO_2 ,

or

benzothiazole, optionally substituted by, C_{1-10} alkyl C_{1-10} alkoxy, halogen, $-SCH_3$ or NO_2

or a pharmaceutically acceptable salt thereof.

22. (New) A compound according to claim 21, wherein $R^{3'}$ or $R^{5'}$ is t-butyl.

23. (New) A compound according to claim 21, wherein M is $-CH_2-$, $-N(CH_3)-$ or $-NHC(O)-$.

24. (New) A compound according to claim 21, wherein L^1 is phenyl or pyridyl.

25. (New) A compound according to claim 21, wherein M is -S-.
26. (New) A compound according to claim 26, wherein L¹ is phenyl or pyridyl.